

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE WESTERN DISTRICT OF PENNSYLVANIA**

In Re:)	Case No. 09-23155-CMB
)	
ROCK AIRPORT OF PITTSBURGH, LLC,)	Chapter 11
)	
Debtor.)	
<hr/>)	
NATALIE LUTZ CARDIELLO,)	
Chapter 11 Trustee for Rock Airport of Pittsburgh,)	Doc. No. _____
LLC,)	
)	Related to Doc. No. 579
Movant.)	
)	
v.)	
)	
UNITED STATES OF AMERICA, INTERNAL)	
REVENUE SERVICE; UNITED STATES OF)	
AMERICA, FEDERAL AVIATION)	
ADMINISTRATION; COMMONWEALTH OF)	
PENNSYLVANIA, DEPARTMENT OF)	
REVENUE; COMMONWEALTH OF)	
PENNSYLVANIA, DEPARTMENT OF)	
TRANSPORTATION; COMMONWEALTH OF)	
PENNSYLVANIA, DEPARTMENT OF)	
TRANSPORTATION, BUREAU OF)	
AVIATION; COMMONWEALTH OF)	
PENNSYLVANIA, DEPARTMENT OF)	
ENVIRONMENTAL PROTECTION; COUNTY)	
OF ALLEGHENY; TOWNSHIP OF WEST)	
DEER; TOWNSHIP OF INDIANA; DEER)	
LAKES SCHOOL DISTRICT; FOX CHAPEL)	
AREA SCHOOL DISTRICT; FIRST)	
COMMONWEALTH BANK;)	
REDEVELOPMENT AUTHORITY OF)	
ALLEGHENY COUNTY; THE HUNTINGTON)	
NATIONAL BANK, SUCCESSOR BY)	
MERGER TO SKY BANK; PRISCILLA)	
GRDEN REVOCABLE LIVING TRUST;)	
MILES TECHNOLOGIES, INC.; ROCK)	
FERRONE; MARCIA FERRONE; RPP, LLC;)	
ROCK-BUILT, INC.; K-COR, INC.; AD-A-)	
NOTE, LLC, MANAGEMENT SCIENCE)	
ASSOCIATES, INC.; JOSEPH B. FAY)	
COMPANY; TRIB TOTAL MEDIA, INC.;)	
TRIB REAL ESTATE CO.; ARMSTRONG)	

AVIATION SERVICES; COLUMBIA)
TRANSMISSION COMMUNICATIONS,)
CORP.; NORTH PITTSBURGH TELEPHONE)
CO.; T.W. PHILLIPS GAS & OIL CO.; WEST)
PENN POWER COMPANY; BESSEMER &)
LAKE ERIE RAILROAD COMPANY; DQE)
COMMUNICATIONS, LLC; RICHARD AND)
ELIZABETH DISANTI; ZAMBRANO FILMET)
ASSOCIATES, L.P.; ZAMBRANO FILMET,)
LLC; ZAMBRANO ROCKPOINTE)
ASSOCIATES; FIRST MERIT BANK, N.A.;)
ELIZABETH A. BRUNO, TRUSTEE OF THE)
BRUNO FAMILY TRUST; DEER CREEK)
DRAINAGE BASIN AUTHORITY; 207 SIGMA)
DRIVE, L.P.; STELMACK, DOBRANSKY &)
EANNACE, LLC; DEER LAKES PILOTS)
CLUB; DAVID E. MCMASTER; ROBERT A.)
SECOLA; FRANCES T. SABITINI; ANELL M.)
VOLPE; BERNIE KAIB; SHERMAN HILL;)
JIM TESSAURO; RALPH ROMERO; DALE)
AND PATTY KATZ; EDMUND W. FLEMING;)
SHAWN KURTZ; KENNETH D.)
MCCLELLAND; CHARLES ALAN)
SLOBOGIAN; GREGG SCHAFER;)
ZACHARY NEMITZ; LINDSAY FISCHETTI)
AND MORGAN CRAWFORD; THOMAS)
KIJOWSKI; EARLE LAFEAN; EDWARD)
ADAMS; JOHN VISZLAY; JOE TEPLITZ;)
BURGI TIE DOWN; SCHWENNINGER TIE)
DOWN; WILLIAM TROWERY; ROCK)
FERRONE TIE DOWN; AND JOSHUA AND)
RACHEL DRUM AND MIKE YONO.)
)

Respondents.

**AMENDED MOTION SEEKING ORDER APPROVING SALE OF PROPERTY FREE
AND CLEAR OF ALL LIENS, CLAIMS AND ENCUMBRANCES**

AND NOW comes Natalie Lutz Cardiello, Chapter 11 Trustee (the “Trustee”) for the estate of Rock Airport of Pittsburgh, LLC (the “Debtor”), by and through her undersigned counsel, pursuant to sections 105(a) and 363(f) of title 11 of the United States Code, 11 U.S.C. § 101 *et seq.* (the “Bankruptcy Code”), Rules 2002 and 6004 of the Federal Rules of Bankruptcy Procedure, and

W.PA.LBR 9013-3(c) and 6004 files this **AMENDED MOTION FOR SALE OF PROPERTY FREE AND CLEAR OF ALL LIENS, CLAIMS AND ENCUMBRANCES** (the “Amended Motion”), as follows:

DEBTOR

1. On April 30, 2009, the Debtor filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code. Debtor is a Pennsylvania limited liability company with its principal place of business at the Rock Pointe Business Airpark, 1000 RockPointe Boulevard, Tarentum, Pennsylvania 15084.

MOVANT

2. On April 23, 2013, the Court appointed Natalie Lutz Cardiello to serve as the Chapter 11 Trustee pursuant to Section 1104 of the Bankruptcy Code. The Trustee is duly appointed and qualified and has been so serving.

RESPONDENTS

3. The names and addresses of all respondents which may hold liens, claims and encumbrances against the Property (as defined herein) are as follows:

- (a.) Allegheny County
c/o Michael G. McCabe and Derek K. Koget
Goehring, Rutter & Boehm
Frick Building
437 Grant Street, 14th Floor
Pittsburgh, PA 15219
- (b.) Deer Lakes School District
c/o Michael G. McCabe and Derek K. Koget
Goehring, Rutter & Boehm
Frick Building
437 Grant Street, 14th Floor
Pittsburgh, PA 15219
- (c.) First Commonwealth Bank
Eric D. Rosenberg
c/o Metz Lewis

- 535 Smithfield Street, Suite 800
Pittsburgh, Pennsylvania 15222
- (d.) FirstMerit Bank, N.A.
P.O. Box 671
FirstMerit Plaza
New Castle, PA 16103-0671
- (e.) Fox Chapel Area School District
c/o Martin W. Sheerer, Solicitor Fox Chapel Area School District
Sheerer & Associates
1000 Main Street
Pittsburgh, PA 15215
- (f.) Indiana Township
c/o Irving S. Firman
Tucker Arensberg, P.C.
1500 One PPG Place
Pittsburgh, PA 15222
- (g.) K-Cor, Inc., d/b/a Rock Build c/o Scott Hare
Frick Building
437 Grant Street, Suite 1806
Pittsburgh, PA 15219
- (h.) Management Science Associates Inc.
c/o Rodger L. Puz
Dickie McCamey & Chilcote, P.C.
Two PPG Place, Suite 400
Pittsburgh, PA 15222
- (i.) Priscilla Grden Revocable Trust
c/o John H. Auld, II
Abernathy, Auld & Young, P.C.
4499 Mt. Royal Boulevard
Allison Park, PA 15101
- (j.) Redevelopment Authority of Allegheny County
c/o Peter S. Russ
Buchanan Ingersoll & Rooney PC
One Oxford Center, 20th Floor
Pittsburgh, PA 15219-6498
- (k.) The Huntington National Bank, successor by Merger to Sky Bank
c/o William C. Price
Kimberly Luff Wakim
Clark Hill Thorp Reed
301 Grant Street

One Oxford Centre, 14th Floor
Pittsburgh, PA 15219-1425

- (l.) Township of West Deer
c/o Michael G. McCabe and Derek K. Koget
Goehring, Rutter & Boehm
Frick Building
437 Grant Street, 14th Floor
Pittsburgh, PA 15219

and

Township of West Deer
Peter G. Nychis
2150 Koppers Building
436 Seventh Avenue
Pittsburgh, PA 15219

- (m.) Zambrano Filmet Associates, LP
c/o James R. Cooney
Robert O Lampl Law Office
960 Penn Avenue, Suite 1200
Pittsburgh, PA 15222
- (n.) Zambrano Filmet LLC
c/o James R. Cooney
Robert O Lampl Law Office
960 Penn Avenue, Suite 1200
Pittsburgh, PA 15222
- (o.) Zambrano Rockpointe Associates
c/o James R. Cooney
Robert O Lampl Law Office
960 Penn Avenue, Suite 1200
Pittsburgh, PA 15222
- (p.) Miles Technologies, Inc.
c/o Daniel D. Haggerty
The Widener Building, Suite 500
1339 Chestnut Street
Philadelphia, PA 19107
- (q.) West Penn Power Company d/b/a Allegheny Power
800 Cabin Hill Drive
Greensburg, PA 15601
- (r.) Bessemer and Lake Erie Railroad Company

135 Jamison Lane
Monroeville, PA 15146

- (s.) Columbia Transmission Communications Corporation
12801 Fair Lakes Parkway
P.O. Box 10146
Fairfax, VA 22030
- (t.) DQE Communications, LLC
SouthSide Works
424 South 27th Sr, Ste. 220
Pittsburgh, PA 15203
- (u.) North Pittsburgh Telephone Co.
4008 Gibsonia Road
Gibsonia, PA 15044
- (v.) 207 Sigma Drive, L.P.
c/o Robert B. Fay, Jr.
P.O. Box 11351
Pittsburgh, PA 15238
- (w.) T.W. Phillips Gas and Oil Co.
205 North Main Street
Butler, PA 16001
- (x.) United States of America
Internal Revenue Service
1001 Liberty Avenue
Room 705
Pittsburgh, PA 15222
- (y.) United States of America
Federal Aviation Administration
800 Independence Ave. SW
Washington D.C. 20591
- (z.) Commonwealth of Pennsylvania
Department of Revenue
Bureau of Compliance
P.O. Box 280946
Harrisburg, PA 17128
- (z.) Commonwealth of Pennsylvania
Department of Transportation
Keystone Building
400 North Street

Harrisburg, PA 17120

- (aa.) Commonwealth of Pennsylvania
Department of Transportation
Bureau of Aviation
400 North Street
P.O. Box 3457
Harrisburg, PA 17105-3457
 - (bb.) Commonwealth of Pennsylvania
Department of Environmental Protection
DEP Southwest Regional Office
400 Waterfront Drive
Pittsburgh, PA 15222
 - (cc.) Rock Ferrone
24 Lakeview Drive
Cheswick, PA 15024
 - (dd.) Marcia Ferrone
24 Lakeview Drive
Cheswick, PA 15024
 - (ee.) RPP, LLC
1000 Rockpointe Blvd.
Tarentum, PA 15084
- And
- Elliott J. Schuchardt
Schuchardt Law Firm
U.S. Steel Tower, Suite 660
600 Grant Street
Pittsburgh, PA 15219
 - (ff.) Rock-Built, Inc.
1000 RockPoint Blvd.
RockPointe Business Airpark
Tarentum, PA 15084
 - (gg.) Ad-A-Note, LLC
1000 RockPointe Blvd.
RockPointe Business AirPark
Tarentum, PA 15084
 - (hh.) Joseph B. Fay Company
100 Sky Lane

Tarentum, PA 15084

- (ii.) Trib Total Media, Inc.
Trib Total Media
Preprint Distribution Center
202 Falcon Lane
Tarentum, PA 15084

And

c/o Joseph Lawrence, Esq,
Strassburger, McKenna, Gutnick and Gefsky
Four Gateway Center
444 Liberty Ave. Ste 2200
Pittsburgh, PA 15222

- (jj.) Trib Real Estate Co.
c/o Joseph Lawrence, Esq,
Strassburger, McKenna, Gutnick and Gefsky
Four Gateway Center
444 Liberty Ave. Ste 2200
Pittsburgh, PA 15222

- (kk.) Armstrong Aviation Services
2730 Russelton Rd.
Tarentum, PA 15084

- (ll.) Bruno Family Trust
c/o Elizabeth A. Bruno, Trustee
71 East Pine Ave.
Washington, PA 15301

- (mm.) Deer Creek Drainage Basin Authority
945 Little Deer Creek Valley Rd.
Russelton, PA 15076

- (nn.) Deer Lakes Pilots Club
Attn: David B. Wasson, Secretary
3058 Leechburg Rd., Stes 10/11
Lower Burrell, PA 15068

- (oo.) Stelmack, Dobransky & Eannace, LLC
3328 Old Washington Rd.
McMurray, PA 15317

- (pp.) David E. McMaster, Esquire
6200 Babcock Blvd. Ste. C

Pittsburgh, PA 15237

(qq.) Richard and Elizabeth Disanti
56 Deer Hollow Rd.
Tarentum, PA 15084

And

c/o Lawrence Lutz, Esq.
101 E. Diamond St. Ste 102
Butler, PA 16001

4. The names and addresses of all respondents which may hold rights of way or easement on the Property are as follows:

- (a.) West Penn Power Company d/b/a First Energy
800 Cabin Hill Drive
Greensburg, PA 15601
- (b.) Bessemer and Lake Erie Railroad Company
135 Jamison Lane
Monroeville, PA 15146
- (c.) Columbia Transmission Communications Corporation
12801 Fair Lakes Parkway
P.O. Box 10146
Fairfax, VA 22030
- (d.) DQE Communications, LLC
SouthSide Works
424 South 27th Sr, Ste. 220
Pittsburgh, PA 15203
- (e.) North Pittsburgh Telephone Co.
4008 Gibsonia Road
Gibsonia, PA 15044
- (f.) 207 Sigma Drive, L.P.
c/o Robert B. Fay, Jr.
P.O. Box 11351
Pittsburgh, PA 15238
- (g.) T.W. Phillips Gas and Oil Co.
205 North Main Street
Butler, PA 16001

5. The names and addresses of all respondents which may have leases, contracts or other agreements with the Debtor involving or related to the Property (as defined herein) are as follows:

- (a.) Robert A. Secola
17 Jerome Lane
Cheswick, PA 15024
- (b.) Frances T. Sabatini
16 Jerome Lane
Cheswick, PA 15024
- (c.) Anell M. Volpe
15 Jerome Lane
Cheswick, PA 15024
- (d.) Bernie Kaib
Academy Lane
Cheswick, PA 15024
- (e.) Sherman Hill
30 Academy Lane
Cheswick, PA 15024
- (f.) Jim Tessauro
11 Jerome Lane, Apt. 11
Cheswick, PA 15024
- (g.) Ralph Romero
11 Jerome Lane, Apt. 3
Cheswick, PA 15024
- (h.) Dale and Patty Katz
- (i.) Edmund W. Fleming
- (j.) Shawn Kurtz
- (k.) Kenneth D. McClelland
11 Jerome Lane, Apt. 7
Cheswick, PA 15024
- (l.) Charles Alan Slobogian
11 Jerome Lane, Apt. 6
Cheswick, PA 15024

- (m.) Gregg Schaffer
11 Jerome Lane, Apt. 8
Cheswick, PA 15024
- (n.) Zachary Nemitz
11 Jerome Lane, Apt. 5
Cheswick, PA 15024
- (o.) Lindsay Fischetti
11 Jerome Lane, Apt. 10
Cheswick, PA 15024
- (p.) Morgan Crawford
11 Jerome Lane, Apt. 10
Cheswick, PA 15024
- (q.) Thomas Kijowski Tie Down
- (r.) Earle Lafean
4411 Schenley Farms Terrace
Pittsburgh, PA 15213
- (s.) Edward Adams
117 Clarvista Drive
Tarentum, PA 15084
- (t.) John Vizslay
107 Rambler Drive
Sarver, PA 16055
- (u.) Joe Teplitz
824 8th Street
Oakmont, PA 15139
- (v.) Rachel and Joshua Drum
11 Jerome Lane, Apt. 10
Cheswick, PA 15024
- (w.) Mike Yono
11 Jerome Lane, Apt. 10
Cheswick, PA 15024
- (x.) Burgi Tie Down

(y.) William Trowery

(z.) Rock Ferrone Tie Down
24 Lakeview Drive
Cheswick, PA 15024

(aa.) Schwenninger Tie Down.

6. The names and addresses of all respondents which may hold interests in or against the Property (as defined herein) are as follows:

(a.) Commonwealth of Pennsylvania,
Department of Transportation, Bureau of Aviation
400 North Street
P.O. Box 3457
Harrisburg, PA 17105-3457

(b.) United States of America
Federal Aviation Administration
800 Independence Avenue, SW
Washington D.C. 20591

JURISDICTION

7. The Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2). Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

BACKGROUND

8. The Debtor owns and operates an airport and business park at the above referenced address, commonly known as the Rock Pointe Business Air Park (the "Air Park"). The Air Park consists of approximately 268.69 acres of real property (the "Real Property") with various outbuildings and an airstrip, all located in the Townships of West Deer and Indiana, Allegheny County, Pennsylvania, and having the following lot and block parcel ID numbers as such are recorded in the Allegheny County Office of Property Assessment (the "Assessment Office"):

1219-R-00100-0000-00; 1084-C-00290-0000-00; 1219-H-00101-0000-00; 1220-E-00264-0000-00; 1220-E-00103-0000-00; 1219-L-00025-0000-00; 1362-L-00086-0000-00, 1219-G-00075-0000-00 and 1084-D-00084-0000-00, together with certain personal property (collectively, the “Purchased Assets”), and as more fully described in paragraph 2.2 of the Stalking Horse APA, as defined herein. Upon information and belief, each of the referenced parcels of real property is described in a deed recorded in the Recorder’s Office beginning at Deed Book Volume 10714, page 323; Deed Book Volume 10297, page 140; Deed Book Volume 12055, page 40; Deed Book Volume 10916, page 434; Deed Book Volume 10630, page 601; Deed Book Volume 10819, page 391; and, Deed Book Volume 10916, page 407. *For the purpose of avoiding any doubt whatsoever, with the exception of the Excluded Assets, it is the intention of the Trustee through this Amended Motion and the Sale Transaction to sell and transfer any and all real and personal property (the Purchased Assets) of the Debtor. Therefore, in the event that any additional Purchased Assets are discovered, disclosed or located, either before or after the Sale Hearing, the Trustee shall convey those Purchased Assets as part of the Sale that is approved by the Court*

9. The Debtor is the sole owner of the Purchased Assets.

10. The Debtor has claimed no exemption in the Purchased Assets, nor is the Debtor entitled to claim such exemption.

11. The capitalized terms herein shall have the same meanings and definitions as used in the Bid Procedures Motion and the Stalking Horse APA (as further identified below).

THE TRUSTEE’S MOTION

12. By this Amended Motion, the Trustee seeks approval of the sale the Purchased Assets to the Buyer, or to the successful bidder at the sale hearing. The sale will be subject to and in accordance with the Bidding Procedures set forth in the Trustee’s Expedited Motion for Order

Approving (i) Bidding Procedures for the Sale of Substantially All of the Debtor's Assets, (ii) Expense Reimbursement Related to the Sale of Substantially All of the Debtor's Assets, and (iii) Form and Manner of Sale Notice (the "Bid Procedures").

13. The Trustee believes that it is in the best interest of the Debtor's estate and creditors to sell the Purchased Assets. The Trustee has received an offer from Alaskan Property Management Company, LLC (the "Buyer"), c/o Rodger L. Puz, Esq., Dickie McCamey & Chilcote, P.C., Two PPG Place, Suite 400, Pittsburgh, Pennsylvania 15222, to purchase the Property for cash consideration of \$6,000,000 pursuant to the terms and conditions of that certain Asset Sale and Purchase Agreement by and between the Trustee and the Buyer dated and executed (subject only to the approval of this Bankruptcy Court) on March 6, 2014 as amended by letter dated June 10, 2014 (the "Stalking Horse APA"). An executed copy of the Stalking Horse APA with letter addendum is attached hereto as **EXHIBIT "A."**

14. Based upon the opinion of the Trustee's realtor, Colliers International, the value of the Purchased Assets is at least \$6,000,000.00. Furthermore, the Debtor previously filed a similar motion¹ wherein the Debtor represented that its principal, Rock Ferrone, believed that the value of the Property is at least \$6,000,000.00. The sale is conditioned, *inter alia*, on the entry by the Court of a final, non-appealable Sale Order, satisfactory to the Buyer. All conditions of sale are set forth in detail in the Stalking Horse APA. At its option, the Buyer may elect, but is not required to, waive any Condition of Sale in the Stalking Horse APA.

15. It is the intent of the Trustee that the terms and conditions of the sale as set forth in this Amended Motion shall be consistent with the Stalking Horse APA.

16. The sale of the Purchased Assets shall be a sale of the Purchased Assets in "AS IS, WHERE IS" condition, without representations or warranties of any kind whatsoever, except as may

¹ See Document No. 216 filed on October 22, 2012.

be provided for the Stalking Horse APA, and the participation of the Buyer and any Qualified Bidder in the sale process shall constitute an agreement and representation that the Buyer and any Qualified Bidder has inspected the Purchased Assets, and is purchasing the same solely on the basis of such inspections, and not as the result of any representation of any kind whatsoever by the Trustee, the Debtor, or any agents or representative thereof, except as otherwise set forth herein.

17. An existing electrical infrastructure commonly referred to as the “Electrical Grid” is currently on the Real Property. Prior to the sale of the Real Property to the Proposed Buyer or any other purchaser, Rock Airport of Pittsburgh, LLC shall grant and convey to RPP, LLC a permanent easement or right-of-way (the “Easement”), substantially in a form that creates, grants, declares, and conveys to RPP, LLC, or its successors, and assigns a perpetual nonexclusive utility easement, right-of-way, liberty, and privilege located upon and within the Real Property and to run with the land for purposes of operating, maintaining, altering, repairing, servicing, adding, replacing, supplementing, upgrading, increasing, refitting, renewing and/or removing the Electrical Grid. The Easement shall be recorded prior to the closing of the sale.

18. All named Respondents may hold liens, claims or encumbrances against, or rights of way or easements upon, the Purchased Assets. **ALL SUCH RESPONDENTS SHOULD TAKE NOTICE THAT THIS SALE IS TO BE FREE AND CLEAR OF ANY LIENS, CLAIMS OR ENCUMBRANCES, INCLUDING BUT NOT LIMITED TO ANY LIENS, CLAIMS, ENCUMBRANCES OR INTERESTS ARISING OUT OF ANY GRANTS OR GRANT ASSURANCE AGREEMENTS, THAT ANY OF THEM MAY HAVE OR MAY ASSERT AGAINST THE PROPERTY TO BE SOLD. THE RECORDED RIGHTS OF WAY AND EASEMENTS SHALL REMAIN UNAFFECTED BY THE TERMS OF THE STALKING HORSE APA. ALL SUCH RESPONDENTS HAVING AN INTEREST IN AN AGREEMENT, CONTRACT OR LEASE WITH THE DEBTOR SHOULD TAKE NOTICE**

THAT THIS SALE IS TO BE FREE AND CLEAR OF ANY LIENS, CLAIMS OR ENCUMBRANCES AND THESE INTERESTS MAY BE DIVESTED. The liens of each lienholder shall attach to the proceeds of the sale. True and correct copies of the Record Owner and Lien Certificate issued by American General Service Corporation and First American Title Insurance Company are attached hereto as **EXHIBIT “B.”**

19. The identification of a party herein as a lien holder and/or interest holder, including but not limited to being scheduled as the holder of a lien, statutory, judicial or consensual, is without prejudice to the rights of the Trustee and/or any party in interest to challenge the validity, extent, and/or priority thereof, and/or to challenge the claim as to the debt, and/or the amount alleged due and owing thereon.

GOOD FAITH PURCHASER

20. As a part of the Court’s approval of the sale under §363(f), and consistent with the Stalking Horse APA and the Bid Procedures, the Trustee seeks a finding with respect to the “good faith” of the Buyer. Such a finding is made in furtherance of §363(m) which provides a safe harbor for purchasers of debtor’s property when such purchase is made in “good faith.”

21. The Trustee believes that the Buyer has conducted itself in good faith with respect to the proposed sale. The negotiations between the Trustee and Buyer have been at all times conducted at arms-length and in good faith. The Buyer has no connection to the Debtor and is not an insider or affiliate of the Debtor.

22. Additionally, the Bid Procedures are intended to provide for an open and fair auction of the Purchased Assets which will help to ensure an arms-length, good-faith sale, and to encourage competitive bidding by Qualified Bidders. Accordingly, the Trustee believes that whether the Buyer or another party is the Successful Bidder at the sale, the Court will be able to make the determination

that the sale was conducted in “good faith” for purposes of §363(m) and controlling legal authority.

23. The Trustee believes that the proposed sale is fair and reasonable, and acceptance and approval of the same is in the best interests of the Debtor’s estate.

WHEREFORE, the Trustee respectfully requests that this Honorable Court enter an Order approving the sale of the Purchased Assets, determining that the Buyer is a good faith purchaser entitled to the protections of Bankruptcy Code §363(m), and providing such other and further relief as the Court deems to be just and proper.

Dated: June 10, 2014

BERNSTEIN-BURKLEY, P.C.

By: Kirk B. Burkley

Kirk B. Burkley, PA ID No. 89511

707 Grant Street

Gulf Tower Suite 2200

Pittsburgh, PA 15219

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*Counsel for Natalie Lutz Cardiello,
Chapter 11 Trustee*